

# EXHIBIT

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**WRITTEN CONSENT IN LIEU OF SPECIAL MEETING OF THE**  
**BOARD OF DIRECTORS OF**  
**SBG (USA), INC.**

The undersigned, being the directors of SBG (USA), Inc. (the "Corporation"), acting by unanimous written consent in lieu of a Special Meeting hereby adopt and ratify the following resolutions:

RESOLVED: That the corporation be dissolved and the affairs of the corporation be wound up by the officers as soon as practical.

RESOLVED: That the proposed dissolution be submitted for consideration by the sole stockholder.

RESOLVED: That the officers of the corporation are authorized and directed to execute any and all documents related thereto.

RESOLVED: That Philip J. Griffin, 14530 Woodcrest Drive, Rockville, Maryland 20853, be appointed resident agent of the corporation and shall serve for one year after dissolution and until the affairs of the corporation are wound up.

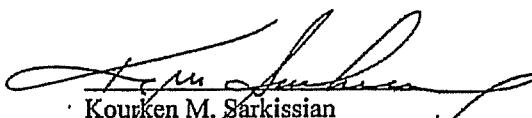
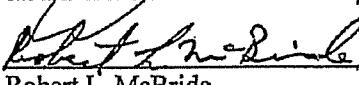
RESOLVED: That the resignation of Kourken M. Sarkissian as President, Philip J. Griffin as Vice President and Robert L. McBride as Secretary/Treasurer be and hereby are accepted and will be effective when the affairs of the corporation are wound up.

RESOLVED: That the resignation of Kourken M. Sarkissian and Robert L. McBride as directors be and hereby are accepted and will be effective when the affairs of the corporation are wound up.

FURTHER RESOLVED: That Articles of Dissolution and any other necessary documentation shall be filed with the Maryland State Department of Assessments and Taxation.

Dated as of: December 30, 1999

APPROVED:

  
Kourken M. Sarkissian  
  
Robert L. McBride

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